

TREX CO INC
Form 4
August 13, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zambanini Adam Dante

(Last) (First) (Middle)
160 EXETER DRIVE
(Street)

WINCHESTER, VA 22603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TREX CO INC [TREX]

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)
Vice President, Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/11/2015 | | M ⁽¹⁾ | | 3,708 A \$ 13.1 | 27,935 | D |
| Common Stock | 08/11/2015 | | M ⁽¹⁾ | | 4,284 A \$ 12.78 | 32,219 | D |
| Common Stock | 08/11/2015 | | D | | 2,480 D \$ 41.67 | 29,739 | D |
| Common Stock | 08/11/2015 | | F ⁽²⁾ | | 1,863 D \$ 41.67 | 27,876 | D |
| Common Stock | 08/12/2015 | | S ⁽³⁾ | | 3,649 D \$ 40.89 | 24,227 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 13.1 | 08/11/2015 | | M ⁽¹⁾ | 3,708 | 02/16/2012 02/16/2022 | Common Stock | 3,708 |
| Stock Appreciation Right | \$ 12.78 | 08/11/2015 | | M ⁽¹⁾ | 4,284 | 02/15/2013 02/15/2022 | Common Stock | 4,284 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zambanini Adam Dante 160 EXETER DRIVE WINCHESTER, VA 22603 | | | Vice President, Marketing | |

Signatures

/s/ William R. Gupp by power of attorney 08/13/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock Appreciation Rights are being exercised pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on May 11, 2015.
- (2) 1,863 shares are being surrendered as allowed by the Company's 2005 Stock Incentive Plan to cover the payment of taxes currently due on the exercise of SARs.

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(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on May 11, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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